FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF

ALLIED WORLD INSURANCE COMPANY

and

ALLIED WORLD NATIONAL ASSURANCE COMPANY

(collectively, the "Domestic Insurers")

subsidiaries of

ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG

by

OCM GOLDFISH INC.

and

OMERS ADMINISTRATION CORPORATION

(each an "Applicant" and, collectively, the "Applicants")

Filed with the Insurance Department of the State of New Hampshire

Dated: March 23, 2017

Name, Title, Address and Telephone Number of Individuals to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

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This Form A seeks the prior approval of the Commissioner of the New Hampshire Department of Insurance (the "**Department**") pursuant to the requirements of Section 401-B:3 of the New Hampshire Insurance Code for the acquisition of control of Allied World National Assurance Company ("**AWNAC**") and Allied World Insurance Company ("**AWIC**" and together with AWNAC, the "**Domestic Insurers**") by OCM Goldfish Inc. ("**OCM**") and OMERS Administration Corporation ("**OAC**" and together with OCM, the "**Applicants**").

This Form A contains confidential and/or proprietary information and strategies that are not otherwise available to the public and that if disclosed, could cause substantial injury to the competitive position of the Applicants. Accordingly, the Applicants respectfully request that Exhibit CE-2, which is being submitted under separate cover, be afforded confidential treatment and be excepted from disclosure pursuant to all applicable statutory or regulatory authority, including, without limitation, Section 91-A:5(IV) of the New Hampshire Freedom of Information Act, which exempts confidential, commercial or financial information, Section 401-B:8 of the New Hampshire Insurance Code which treats as confidential all information disclosed pursuant to RSA 401-B:3II(l) and (m), and any other applicable statutory or regulatory authority available to the Department.

In addition, the information contained in the NAIC biographical affidavits provided as Exhibit CE-1 is being submitted in confidence under separate cover and contains certain information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and should be afforded confidential treatment. All NAIC biographical affidavits are being provided with the understanding that the confidentiality of such information contained therein will be safeguarded and such individuals will be protected from unwarranted invasions of personal privacy, pursuant to all applicable statutory or regulatory authority available to the Department. The Applicants also request that they be notified in advance if any person requests access to any portion of this Form A designated as confidential so that they have the opportunity to prevent or limit any disclosure.

ITEM 1. METHOD OF ACQUISITION

(a) The Domestic Insurers

The names and addresses of the New Hampshire domestic insurers to which this Form A relates are:

(i) **Allied World National Assurance Company**
Home Office: 10 Ferry Street, Suite 313, Concord, New Hampshire 03301
Administrative Office: 199 Water Street, New York, New York 10038

(ii) **Allied World Insurance Company**
Home Office: 10 Ferry Street, Suite 313, Concord, New Hampshire 03301
Administrative Office: 199 Water Street, New York, New York 10038

Allied World Assurance Company Holdings, AG ("**Allied World**"), a corporation limited by shares organized under the laws of Switzerland, is the ultimate controlling person of the Domestic Insurers. Allied World is headquartered in Switzerland and, through its subsidiaries, it provides property, casualty and specialty insurance and reinsurance solutions to clients worldwide.

(b) Method of Acquisition

Introduction

The subject of this Form A is the Applicants' proposed investment (the "**OMERS Investment**") of $1 billion in order to indirectly acquire approximately 21% of the issued and outstanding shares of Allied World, and consequently control (as such term is defined in Arkansas Code Annotated Section 23-63-503) of the Domestic Insurers, as a third-party investor in the proposed acquisition of Allied World by Fairfax Financial Holdings Limited ("**Fairfax**"). The terms of the OMERS Investment are governed by a Subscription Agreement, dated January 26, 2017, by and between OCM and Fairfax (the "**Subscription Agreement**").

Fairfax, together with 1102952 B.C. Unlimited Liability Company ("**Canada Sub**"), Fairfax Financial Holdings (Switzerland) GmbH ("**Bid Sub**"), Fairfax (Switzerland) GmbH ("**Merger Sub**") and V. Prem Watsa, filed a Form A Statement, dated February 21, 2017, with the Department regarding their proposed acquisition of control of the Domestic Insurers (the "**Fairfax Form A**").

The Applicants respectfully request that the Department review this Form A and the Fairfax Form A concurrently.

The OMERS Investment

Fairfax, through its wholly-owned subsidiary, Bid Sub, has offered (the "**Offer**") pursuant to an Agreement and Plan of Merger, dated as of December 18, 2016 (the "**Acquisition Agreement**"), to acquire all of the issued and outstanding registered ordinary shares (the "**Allied World Shares**") of Allied World for an approximate aggregate purchase price of $4.9 billion (as

may be adjusted, the "**Aggregate Offer Price**"), representing a per share purchase price of $54.00 (as may be adjusted, the "**Offer Per Share Price**"), payable in cash, subordinate voting shares of Fairfax ("**Fairfax Shares**"), and a $5.00 per-closing Allied World dividend.

Fairfax has the option to replace up to $30.00 of the Offer Per Share Price currently payable in the form of Fairfax Shares with cash, which cash may be funded by an equity or debt issuance, including to third-party investors (the "**Cash Upsize Option**"). OCM has agreed to participate as a third-party investor and has agreed to purchase, and Fairfax has agreed to take such actions as are within its control to cause Bid Sub to sell, as a separate transaction from the Offer, such number of Class B shares of Bid Sub (as may be adjusted, the "**Purchased Bid Sub Shares**") that represents a percentage ownership in Bid Sub equal to $1 billion (the "**Subscription Amount**") divided by the Aggregate Offer Price, at a per share purchase price equal to the Offer Per Share Price, in all cases subject to adjustment and otherwise in accordance with the terms and conditions set out in the Subscription Agreement.

Fairfax will take such actions as are within its control to cause Bid Sub to use the Subscription Amount from the issuance of the Purchased Bid Sub Shares received from OCM solely for the purpose of payment of the Consideration (as defined in the Acquisition Agreement, a copy of which is included as Exhibit 1 to the Fairfax Form A) pursuant to the Acquisition Agreement.

The completion of the Offer is subject to certain conditions, including that at least 90% of the Allied World Shares are tendered in the Offer, which Fairfax may elect to waive down to 66 2/3%. In the event that the holders of Allied World Shares tender less than 100% of the Allied World Shares pursuant to the Offer, and the Aggregate Offer Price to be paid by Bid Sub to Allied World pursuant to the transactions contemplated by the Acquisition Agreement (the "**Transaction**") is thereby reduced, certain adjustments to the proportional interest of OCM and the Subscription Amount may be necessary. However, in no event will (i) Canada Sub's proportional interest be less than 50.1% and (ii) OCM's proportional interest be greater than 29.99% (provided that OCM may agree to its proportional interest being greater than 29.99%).

The parties have agreed to enter into a Shareholders Agreement (the "**Shareholders Agreement**") to govern matters by and among the shareholders of Bid Sub, which will take effect from the closing of the purchase and sale of the Purchased Bid Sub Shares (the "**Closing**"). The Shareholders Agreement is to be drafted between now and the Closing.

As described in the Fairfax Form A, following the consummation of the Offer, subject to the terms of the Acquisition Agreement, it is contemplated that a merger agreement is to be entered into by and among Bid Sub, Merger Sub and Allied World, pursuant to which Merger Sub and Allied World will consummate a statutory merger in accordance with Swiss law (the "**Merger**") pursuant to which Allied World will be merged with and into Merger Sub, with Merger Sub continuing as the surviving entity ("**New Allied World**").

As further described in the Fairfax Form A, following the Merger, the articles of association and organizational regulations of New Allied World will be as agreed by the parties to the Acquisition Agreement. The managing directors of New Allied World following the Merger will be named at a later date. It is anticipated that in accordance with the terms of the

Shareholders Agreement, one member of the board of directors of Bid Sub and/or New Allied World will be an OCM nominee.

The Subscription Agreement contains customary representations and warranties and indemnification obligations made by the parties.

Closing Conditions

The OMERS Investment is subject to the following closing conditions: (i) all conditions to completion of the Transaction pursuant to the Acquisition Agreement other than the payment of Consideration or any other conditions that are only capable of being satisfied on the closing date of the Transaction have been satisfied or waived; (ii) no order of any government authority is in effect on the closing date restraining or enjoining or any law otherwise prohibiting or making illegal the consummation of the transaction contemplated by the Subscription Agreement; (iii) the representations and warranties of the other party are true and correct in all material respects and the other party has complied with all of its obligations under the Subscription Agreement; and (iv) the Shareholders Agreement has been executed.

In addition, the OMERS Investment is subject to receipt to approval from insurance regulatory authorities of certain jurisdictions. Specifically, the OMERS Investment is subject to approval or non-objection by insurance regulatory authorities in the following jurisdictions: (i) the states of Arkansas, Delaware and New Hampshire; (ii) Australia; (iii) Ireland, (iv) the United Kingdom (including Lloyd's); and (v) Switzerland. In addition, the Applicants are seeking the non-objection of the Bermuda Monetary Authority prior to the Closing. Further, antitrust consents or confirmations are being sought from antitrust authorities in certain jurisdictions.

Rationale

The OMERS Investment in Allied World is consistent with its strategy to invest in high-quality companies, with strong fundamentals and a track record of value creation. In the past couple of years, OAC and Fairfax have co-invested in two other insurance ventures, Brit PLC in the United Kingdom and Eurolife, the largest insurer in Greece. The Allied World transaction is a natural progression for OAC.

Cash Upsize Option – Subsequent Developments

On March 10, 2017, Fairfax announced that it exercised its Cash Upsize Option to increase the cash consideration component of its offer to Allied World shareholders by $18.00 out of a possible increase of $30.00 per ordinary share. The aggregate cash consideration by minority co-investors in Bid Sub is now $1.6 billion, including the OMERS Investment of $1 billion, a $500 million commitment from Alberta Investment Management Corporation, on behalf of certain of its clients, as well as certain other third party commitments. As previously reported by Fairfax to the Department, information related to the commitment from Alberta Investment Management Corporation will be shared with the Department.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS

(a) Name and Business Address

The name and current business address of each Applicant seeking to acquire control of the Domestic Insurers is as follows:

OMERS Administration Corporation
One University Ave.
Suite 400
Toronto, Ontario M5J 2P1

OCM Goldfish Inc.
Royal Bank Plaza, North Tower
200 Bay Street, Suite 2300
Toronto, Ontario M5J 2J2

(b) Applicants' Business Operations

OMERS Administration Corporation

OAC is the administrator of the Ontario Municipal Employees Retirement System Primary Pension Plan ("**OMERS Primary Pension Plan**"). Founded in 1962, OMERS Primary Pension Plan is one of Canada's largest defined benefit pension plans, with more than $85 billion in net assets as at December 31, 2016. OAC invests and administers the OMERS Primary Pension Plan for approximately 470,000 members from municipalities, school boards, emergency services and local agencies across the Province of Ontario, Canada. OAC has employees in Toronto and other major cities across North America, the U.K., Europe and Australia, who originate and manage a diversified portfolio of investments in public markets, private equity, infrastructure and real estate.

OAC is a statutory non-share capital corporation continued under the Ontario Municipal Employees Retirement System Act (2006). In its capacity as administrator, OAC has two central responsibilities: (i) administering pension plans and paying pension benefits to members; and (ii) overseeing investment of pension funds. In order to carry out these responsibilities, OAC is organized into four businesses supported by corporate functions: (i) pension services; (ii) capital markets; (iii) private markets; and (iv) real estate.

As a functional matter, OAC is responsible for the day-to-day operations of OMERS Primary Pension Plan. In its capacity as a manager of the investments of OMERS Primary Pension Plan, OAC manages a diverse portfolio of public investments including equities, fixed income, and derivatives, as well as private investments including , infrastructure, real estate, and private equity

OAC is governed by a Board of Directors consisting of fourteen (14) members nominated by sponsor organizations and one (1) independent Board Chair, each of whom is appointed by the Board of OMERS Sponsors Corporation (the "**OSC Board**"). The OSC Board

comprises fourteen (14) members, half of whom are appointed by employer groups, and half of whom are appointed by primary plan member groups.

OAC's status as an Applicant arises solely out of its status as an entity being in control of OCM.

OCM Goldfish Inc.

Formed on May 16, 2016, OCM is a recently formed corporation existing under the laws of Ontario and is a direct, wholly-owned subsidiary of OAC. OCM was formed as a holding company for investments made by OAC.

(c) Organizational Chart

Exhibit A-1 to this Form A is a list, current as of December 31, 2016, of entities in which OAC has either a direct or indirect greater than 50% voting interest and/or participating interest. Such list indicates the jurisdiction of domicile of each person specified therein.

OAC is a large group which has and will voluntarily wind up or liquidate holding companies, dormant companies or companies that are no longer required for a variety of reasons, including in connection with restructurings and other commercial purposes. These entities (to the extent that they are actively trading) will cease trading in advance of commencement of the winding up or liquidation procedure.

Attached as Exhibit B is a description of certain insolvency proceedings in which several of OAC affiliates related to OAC's investment in Golf Town and Golfsmith (golf retailers in Canada and the U.S., respectively), filed for insolvency protection in the U.S. and Canada in September 2016 because there was not sufficient liquidity to continue business operations and make debt service payments.

An abbreviated organizational structure chart of the Applicants, Fairfax and Allied World following the completion of the OMERS Investment and the Transaction is attached hereto as Exhibit A-2.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS

Lists setting forth the names and business addresses of the individuals who are currently directors and executive officers of each of OAC and OCM are attached hereto as Exhibit C-1 and Exhibit C-2, respectively. No person "controls" OAC as such term is defined in Section 401-B:1 of the New Hampshire Insurance Code.

Biographical affidavits on the form adopted by the National Association of Insurance Commissioners completed by the individuals identified in Exhibit C-1 and Exhibit C-2 (the "**NAIC Biographical Affidavits**") will be filed supplementally with the Department as Exhibit CE-1 to the confidential supplement to this Form A. The NAIC Biographical Affidavits will also be provided to a third-party verification service for verification of the information

therein. Said verification service, Owens OnLine, will report its findings directly to the Department upon completion of the verification process required by New Hampshire law.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Consideration

The Subscription Amount is $1 billion, subject to potential downward adjustment under certain limited scenarios where the holders of Allied World Shares tender less than 100% of the Allied World Shares pursuant to the Offer. The Applicants intend to fund the Subscription Amount using available funds, including cash on hand. Specifically, funds from pension contributions as well as returns on investments will be utilized. A capital contribution from OAC to OCM in the amount of the Subscription Amount will be made prior to the Closing. No new third party loans or other external financing will be utilized for the sole purpose of funding the Subscription Amount. The stock and assets of the Domestic Insurers will not be pledged or hypothecated in any way as part of the funding of the Subscription Amount.

As described in Item 1 to this Form A, Fairfax will take such actions as are within its control to cause Bid Sub to use the Subscription Amount received from OCM solely for the purpose of payment of the Consideration pursuant to the Acquisition Agreement.

(b) Criteria Used in Determining Consideration

The basis and terms of the Subscription Agreement, including the nature and amount of consideration, were determined through arms' length negotiations among the representatives of the Applicants, on the one hand, and the representatives of Fairfax, on the other hand, and their respective legal and other advisors.

(c) Confidentiality of Lender's Information in the Ordinary Course of Business

Not applicable.

ITEM 5. FUTURE PLANS OF THE DOMESTIC INSURERS

The Applicants have no present plans or proposals to: (i) declare an extraordinary dividend; (ii) liquidate the Domestic Insurers; (iii) sell their assets (other than such sales of assets as may be contemplated in the ordinary course of the Domestic Insurers' business) or merge the Domestic Insurers with any person or persons; or (iv) make any other material change to the business operations or corporate structure or management of the Domestic Insurers.

The Applicants intend to follow the plans of the Domestic Insurers articulated by the Fairfax Form A applicants in Item 5 of the Fairfax Form A. Specifically, the Applicants intend for the Domestic Insurers to continue to operate under their respective plans of operation following the OMERS Investment and Transaction. Exhibit 13 to the Fairfax Form A contains a copy of the Domestic Insurers' post-acquisition plans of operation and three-year financial projections for the Domestic Insurers, each prepared by the Domestic Insurers.

As set forth in the Form E (Pre-Acquisition Notification Form) attached as Exhibit CE-2 to the confidential supplement to this Form A, the OMERS Investment will not substantially lessen competition in New Hampshire or tend to create a monopoly therein.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

The Domestic Insurers are each wholly-owned, indirect subsidiaries of Allied World. AWNAC currently has 10,000 shares of common stock, par value $1,000 per share, issued and outstanding, all of which are held by a wholly-owned, indirect subsidiary of Allied World as shown on Exhibit 11 to the Fairfax Form A. AWIC currently has 5,000 shares of common stock, par value $1,000 per share, issued and outstanding, all of which are held by a wholly-owned, indirect subsidiary of Allied World as shown on Exhibit 11 to the Fairfax Form A.

As described in Item 1 of this Form A, upon consummation of the OMERS Investment and the Transaction, the Applicants will indirectly own approximately 21% of the voting securities of New Allied World, the successor entity to Allied World, through OCM's investment in Bid Sub.

Except as set forth above, neither of the Applicants, their affiliates nor the individuals listed in Exhibits C-1 and C-2 has any plans or proposals to acquire any voting securities issued by the Domestic Insurers or any of their controlling persons. The fairness of the terms of the Subscription Agreement are described in Item 4(b) of this Form A.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

To the best knowledge of the Applicants, neither of the Applicants, their affiliates nor the individuals listed in Exhibits C-1 and C-2 beneficially owns any voting securities issued by the Domestic Insurers or any of their controlling persons. Except for rights to acquire voting securities of the Domestic Insurers or their controlling persons provided for in the Subscription Agreement, neither of the Applicants, their affiliates nor the individuals listed in Exhibits C-1 and C-2 has any right to acquire beneficial ownership of any voting security issued by the Domestic Insurers or any of their controlling persons.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE DOMESTIC INSURER

To the best knowledge of the Applicants, other than the transactions described in the Subscription Agreement or herein, there are no contracts, arrangements or understandings between the Applicants, their affiliates or the individuals listed in Exhibits C-1 and C-2, and any other person with respect to any voting securities of the Domestic Insurers or any of their controlling persons.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

To the best knowledge of the Applicants, during the last twelve calendar months preceding the filing of this Form A, neither of the Applicants, their affiliates or the individuals listed in Exhibits C-1 and C-2 has affected transactions in any voting securities of the Domestic

Insurers or any of their controlling persons.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

To the best knowledge of the Applicants, neither of the Applicants, their affiliates or the individuals listed in Exhibits C-1 and C-2 or no one based upon interviews or at the suggestion of the Applicants, their affiliates or the individuals listed in Exhibits C-1 and C-2 has made any recommendations to acquire any voting securities of the Domestic Insurers or any of their controlling persons during the twelve calendar months preceding the filing of this Form A.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

To the best knowledge of the Applicants, the Applicants have no agreement, contract or understanding with any broker-dealer as to solicitation of voting securities of the Domestic Insurers or any of their controlling persons for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

The exhibits and financial statements attached to this Form A, or to be filed as a confidential supplement, are as follows:

(a) Exhibits

The following is a list of the exhibits to this Form A which are attached hereto:

Exhibit	Description
A-1	Organization Chart of the Applicants Before Consummation of the OMERS Investment
A-2	Simplified Organization Chart Following Consummation of the OMERS Investment and the Transaction
B	Description of Certain Insolvency Proceedings
C-1	List of Directors and Executive Officers of OAC
C-2	List of Directors and Executive Officers of OCM
D-1	Audited Annual Consolidated Financial Statements of OAC for the fiscal years ended December 31, 2016, 2015, 2014, 2013 and 2012
D-2	Officer’s Certificate for OCM as of December 31, 2016
E-1	2015 Annual Report of OAC
E-2	2015 Annual Report of Allied World
E-3	2016 Annual Report of OAC

The following is a list of the exhibits to this Form A to be filed as a confidential supplement to this Form A:

Exhibit	Description
CE-1	Biographical Affidavits for the Directors and Executive Officers of the Applicants
CE-2	Form E Pre-Acquisition Notification

(b) Financial Statements

The following is a list of the financial statements attached as exhibits hereto:

- Audited Annual Consolidated Financial Statements of OAC for the fiscal years ended December 31, 2016, 2015, 2014, 2013 and 2012, attached hereto as Exhibit D-1

- Officer's Certificate for OCM as of December 31, 2016, attached hereto as Exhibit D-2[1]

(c) Tender Offer Documents and Certain Proposed Agreements

There are no proposed employment, consultation, advisory or management contracts concerning the Domestic Insurers proposed by the Applicants.

The annual report to the stockholders of each of OAC and Allied World for the year 2015 is attached to this Form A as Exhibit E-1 and Exhibit E-2, respectively. The annual report of Allied World for the year 2016 will be provided to the Department once available.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

Fairfax, not the Applicants, will, upon the closing of the Transaction, be the "ultimate controlling person" of the insurance holding company system of which the Domestic Insurers will be a part. It is the ultimate controlling person that is required by law and Regulation 1501 to file the Form F. Fairfax has agreed, in its Form A filing, to provide the information required by Form F within the timeframe required by law and Regulation 1501.

[SIGNATURE PAGES FOLLOW]

[1] As an acquisition vehicle recently formed on May 16, 2016 with no operations of its own, OCM has no audited financial statements and is not reflected in the consolidated financials of OAC attached as Exhibit D-1 and Exhibit D-2.

SIGNATURE

Pursuant to the requirements of RSA 401-B:3, OMERS Administration Corporation has caused this application to be duly signed on its behalf in the City of Toronto and Province of Ontario on the 23 day of March, 2017.

(Seal)

OMERS ADMINISTRATION CORPORATION

By: _____
Name: Danial Lam
Title: Managing Director, Legal & Business Development

Attest:

By: _____
Name: Brendan Hart
Title: Senior Legal Counsel

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated March 23, 2017, for and on behalf of OMERS Administration Corporation; that he is the Managing Director, Legal & Business Development of such company, and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: _____
Name: Danial Lam
Title: Managing Director, Legal & Business Development

SIGNATURE

Pursuant to the requirements of RSA 401-B:3, OCM Goldfish Inc. has caused this application to be duly signed on its behalf in the City of Toronto and Province of Ontario on the 23 day of March, 2017.

(Seal)

OCM GOLDFISH INC.

By: _____
Name: Danial Lam
Title: Vice President

Attest:

By: _____
Name: Brendan Hart
Title: Senior Legal Counsel

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated March 23, 2017, for and on behalf of OCM Goldfish Inc.; that he is the Vice President of such company, and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: _____
Name: Danial Lam
Title: Vice President